

TERADATA CORP /DE/
Form 11-K
June 26, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 001-33458

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
Teradata Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:
TERADATA CORPORATION

10000 Innovation Drive

Dayton, Ohio 45342

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TERADATA SAVINGS PLAN

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**REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

Teradata Savings Plan

Dayton, Ohio

We have audited the accompanying statements of net assets available for benefits of Teradata Savings Plan (the Plan) as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011 and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Battelle & Battelle LLP
June 26, 2013
Dayton, Ohio

Table of Contents**TERADATA SAVINGS PLAN****STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	At December 31,	
	2012	2011
Assets		
Cash	\$	\$ 75,821
Investments, at fair value:		
Mutual funds	300,414,223	200,945,231
Common/collective trust funds	352,982,343	336,079,609
Money market funds	49,063,070	42,349,482
Teradata Corporation common stock	61,116,994	51,777,779
Total investments	763,576,630	631,152,101
Receivables:		
Participant contributions	24,734	93,027
Employer contributions		50,792
Notes receivable from participants	6,885,526	6,637,168
Other receivables	17,283	16,770
Total receivables	6,927,543	6,797,757
Total assets	770,504,173	638,025,679
Liabilities		
Accounts payable	18,778	9,505
Accrued expenses	288,278	98,048
Total liabilities	307,056	107,553
Net assets available for benefits at fair value	770,197,117	637,918,126
Adjustment from fair value to contract value for fully benefit responsive investment contracts	(326,281)	(200,331)
Net assets available for benefits	\$ 769,870,836	\$ 637,717,795

The accompanying notes are an integral part of these audited financial statements

Table of Contents**TERADATA SAVINGS PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	For the Year Ended December 31, 2012
Additions to net assets attributed to:	
Investment income	
Net increase in fair value of investments	\$ 79,984,292
Interest and dividends	10,384,666
Total investment income	90,368,958
Participant loan interest income	296,246
Contributions:	
Participants	52,037,853
Employer, net of forfeitures	20,874,877
Total contributions	72,912,730
Total additions	163,577,934
Deductions from net assets attributed to:	
Benefits paid to participants	31,282,674
Administrative expenses	142,219
Total deductions	31,424,893
Net increase in net assets	132,153,041
Net assets available for benefits:	
Beginning of year	637,717,795
End of year	\$ 769,870,836

The accompanying notes are an integral part of these audited financial statements.

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TERADATA SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

General

The Teradata Savings Plan (the Plan) is a defined contribution plan established on October 1, 2007 by the Board of Directors of Teradata Corporation (Teradata or the Company). The Plan is designed to qualify as a profit-sharing plan with a qualified cash or deferred arrangement under Section 401(k) of the Internal Revenue Code of 1986, as amended. It is also subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

The Plan covers substantially all eligible U.S. employees of the Company (other than certain categories of part-time, temporary and intern employees).

Contributions and Funding

All eligible employees of the Company may defer a portion of their compensation by making tax-deferred contributions, as well as after-tax contributions, to the Plan. Participants may elect to contribute up to fifty percent of their eligible compensation, up to certain Internal Revenue Service (IRS) limits. Maximum contribution percentage limits are also imposed on the tax-deferred contributions and after-tax contributions made by participants with prior year compensation of \$115,000 and over. Annual tax-deferred contributions per participant for the 2012 Plan year were limited to \$17,000.

For each dollar contributed by a participant, up to a maximum six percent of compensation, the Company funds an additional matching amount. The employer matching contribution for all participants is one hundred percent of the first four percent of pay contributed by the participant, plus fifty percent of the next two percent of pay.

The Plan allows employees aged 50 and older to elect to make additional catch-up contributions, subject to IRS limits. Catch-up contribution amounts are not eligible for employer matching contributions. The annual limit on catch-up contributions was \$5,500 in 2012.

Participants direct their contributions, as well as the Company's matching contributions, among various investment options, including target date funds, market index funds, actively managed funds, self directed brokerage and the Teradata Unitized Stock Fund, which invests primarily in Teradata Common Stock.

Vesting and Forfeitures

Participants are immediately vested in their contributions plus actual earnings on their contributions. Company matching contributions vest in increments of one-fifth each year, over a five-year period beginning with the participant's hire date.

Participants become immediately and fully vested in their account (i) upon attainment of age 65, (ii) upon termination of employment due to a reduction in force, (iii) in the event of death, or (iv) in the event of total and permanent disability. Upon termination of employment, participants are entitled to full distribution of their contributions and all vested Company matching contributions; all non-vested Company matching contributions are forfeited. These forfeitures are reallocated and used to either reduce future Company matching contributions or pay certain administrative expenses of the Plan. During the Plan year, forfeitures used to offset Company matching contributions were approximately \$550,000.

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Participant Accounts

Each participant's account is credited with the participant's contributions, Company contributions and Plan earnings. Participants' accounts are valued on a daily basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to \$50,000 or 50% of their vested account balance, whichever is less. The loans are collateralized by 50% of the vested balance in the participant's accounts and bear interest at a fixed rate based on the prime rate in effect on the last day of the preceding month plus 1%, using the prime rate reported by Reuters. The term of the loan may be between one and five years. Principal and interest is paid ratably through bi-weekly payroll deductions. Upon default, participants are considered for tax purposes to have received a distribution and are subject to income taxes on the outstanding amount of the loan at the time of default. Participant loan interest rates are between 4.25% and 9.25%.

Withdrawals and Benefits

Participants may withdraw any employee tax-deferred contributions during their employment in the case of a hardship (as defined by the Plan), in the case of Qualified Reservist called to active duty, or in the case of absence from employment due to qualified military service for more than 30 days, and participants may withdraw after-tax employee contributions (plus earnings) for any reason. Participants may not withdraw any Company matching contributions or any earnings on Company matching contributions until they attain age 59 $\frac{1}{2}$ or terminate employment with the Company. Participants may withdraw vested balances upon reaching age 59 $\frac{1}{2}$, or upon termination of employment.

Upon termination of employment, a participant receives a lump-sum amount equal to the value of the vested portion of their account if it is less than \$1,000 (unless the participant chooses a direct rollover within 90 days). Terminated participants with more than \$1,000 in vested benefits may elect to receive a direct rollover to another tax-qualified plan or IRA, a lump-sum payment or quarterly cash installments, or, if the participant has not attained age 70 $\frac{1}{2}$, may leave the vested benefits within the Plan until reaching age 70 $\frac{1}{2}$. Upon the death of a participant, the participant's beneficiary shall be eligible to receive a distribution of the participant's account.

Termination of the Plan

The Company currently has no plans to terminate the Plan; however, the Company reserves the right to terminate the Plan at any time by action of the Board of Directors.

Risk and Uncertainties

The Plan provides for various investment options in several investment securities and instruments. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

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Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Investments in mutual funds and common/collective trusts are valued at the closing net asset values of the funds on the last day of the Plan fiscal year. Teradata Corporation common stock is valued at the last quoted sales price on the New York Stock Exchange on the last business day of the Plan fiscal year.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Realized gains and losses from security transactions are reported on the average cost method.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the Plan's investment contract as well as the adjustment of the investment contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract-value basis.

Notes Receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued (unpaid) interest. Delinquent loans are treated as distributions based on the terms of the Plan document.

Plan Expenses

A portion of the Plan's administrative expenses are paid by Teradata.

Payments to Withdrawing Participants

The Plan records payments to withdrawing participants at the time of disbursement.

Rollover Contributions

Participant rollover contributions are included as participant contributions in the Statement of Changes in Net Assets Available for Benefits.

Recent Accounting Pronouncements

Fair Value Measurements. During 2012, the Plan adopted new accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance limits the highest-and-best use measure to non-financial assets, permits certain financial assets and liabilities with offsetting positions in market or counter-party credit risks to be measured on a net basis, and provides guidance on the applicability of premiums and discounts. Additionally, the guidance expands the disclosure requirements for level three inputs by requiring quantitative disclosure of unobservable inputs and assumptions, as well as a description of the valuation processes. The adoption of this guidance did not have a material impact on the Plan's financial statements.

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The following presents investments that represent five percent or more of the Plan's net assets:

	December 31, 2012
Northern Trust Russell S&P 500® Index Fund NL Tier J	\$ 116,564,187
Fidelity BrokerageLink*	\$ 86,682,168
Teradata Corporation common stock	\$ 61,116,994
MFS Institutional Equity Class Fund I	\$ 54,296,949
Fidelity Contrafund	\$ 45,294,621
NT Collective Aggregate Bond Index Non Lending Tier 1	\$ 42,232,768
NT Collective Aggregate Bond Index Non Lending Tier J	\$ 41,952,649
PIMCO Total Return Inst CL	\$ 39,579,248
	December 31, 2011
Northern Trust Russell S&P 500® Index Fund NL Tier J	\$ 92,224,044
Fidelity BrokerageLink*	\$ 79,414,108
Teradata Corporation common stock	\$ 51,777,779
NT Collective Aggregate Bond Index Non Lending Tier 1	\$ 40,777,249
Fidelity Contrafund	\$ 37,458,771
NT Collective Aggregate Bond Index Non Lending Tier J	\$ 32,386,260

* Represents the aggregate value of participant-directed mutual funds held within the Self-Directed Brokerage at Fidelity, which is a party-in-interest.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased in net value by \$79,984,292 as follows:

	Year Ended December 31, 2012
Mutual funds (including self-directed brokerage)	\$ 28,305,634
Common/collective trusts	36,911,282
Teradata Corporation common stock	14,767,376
	\$ 79,984,292

4. FAIR VALUE MEASUREMENTS

The Company follows the accounting standard dealing with fair value measurements for financial and non-financial assets and liabilities recorded at fair value on a recurring basis, wherein a three-tier fair value hierarchy prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable, quoted prices in active markets for similar assets or liabilities, or quoted prices in less-active markets for identical assets; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common stocks, mutual funds and money market funds: Values derived from quoted market prices in active markets.

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Common/collective trust funds: Valued at the net asset value (NAV) of shares held by the Plan at year end, as reported to the Plan by the trustee, which represents the fair value of shares held by the Plan. A fund's NAV reflects an exit price, is the same for all holders of the fund, and provides the basis for current transactions.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	December 31, 2012	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Other	\$ 86,682,168	\$ 86,682,168	\$	\$
Large cap	52,242,225	52,242,225		
Income	39,579,248	39,579,248		
Small cap	34,621,982	34,621,982		
International	87,288,600	87,288,600		
Teradata Corporation common stock	61,116,994	61,116,994		
Money market funds	49,063,070	49,063,070		
Common/collective trust funds	352,982,343		352,982,343	
Total Assets at fair value	\$ 763,576,630	\$ 410,594,287	\$ 352,982,343	\$

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	December 31, 2011	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds:				
Other	\$ 79,414,108	\$ 79,414,108	\$	\$
Large cap	43,017,957	43,017,957		
Income	29,153,592	29,153,592		
Small cap	30,632,156	30,632,156		
International	18,727,418	18,727,418		
Teradata Corporation common stock	51,777,779	51,777,779		
Money market funds	42,349,482	42,349,482		
Common/collective trust funds	336,079,609		336,079,609	
Total Assets at fair value	\$ 631,152,101	\$ 295,072,492	\$ 336,079,609	\$

5. RELATED PARTY TRANSACTIONS (PARTIES-IN-INTEREST)

Fees paid for trustee, third-party administration, and investment advisory services rendered by parties-in-interest totaled \$142,219 in 2012.

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Related party transactions consisted of loans made to participants and investments in Teradata Corporation Common Stock. At December 31, 2012 the Plan held 987,510 shares of Teradata common stock valued at \$61,116,994. At December 31, 2011 the Plan held 1,067,363 shares of Teradata common stock valued at \$51,777,779. Fidelity Investments (Fidelity) serves as a manager of certain Plan investments. An affiliate of Fidelity serves as the record keeper for the Plan s participant data. Another affiliate of Fidelity serves as the trustee of the Plan. Additionally AllianceBernstein Trust Company, LLC is a party in interest serving as custodian of the target date funds. The cash receipts and cash disbursements from these investments constitute related party transactions. None of these related party transactions are prohibited transactions as defined under the Employee Retirement Income Security Act of 1974, as amended.

6. TAX STATUS

The Company received a favorable determination letter from the Internal Revenue Service as to the qualified status of the Plan under Section 401(a) of the Internal Revenue Code (the Code). Therefore, the Plan is qualified and the related Trust is exempt from federal income taxes under Section 501(a) of the Code. Accordingly, income taxes are not provided for in the accompanying financial statements. Participant contributions, except for those contributions which participants elect to be tax-deferred under Section 401(k), are taxable to the participants in the year their contributions are made.

Participants are liable for federal income taxes relative to their Section 401(k) contributions, the Company matching contributions and the earnings of the Plan when the contributions are distributed to them.

The Plan administrator evaluated the Plan s tax positions and concluded that there are no uncertain tax positions that require recognition or disclosure in the financial statements. The Plan is subject to tax examinations by tax authorities for all Plan years since the Plan s inception.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statement to the Form 5500 as of December 31, 2012:

	At December 31, 2012
Net assets available for benefits per financial statements	\$ 769,870,836
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	326,281
Net assets available for benefits per Form 5500	\$ 770,197,117

The following is a reconciliation of the net increase per the financial statements to the net income per the Form 5500 for the year ended December 31, 2012:

	Year Ended December 31, 2012
Net increase per financial statements	\$ 132,153,041
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	125,950
Net income per Form 5500	\$ 132,278,991

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EIN 75-3236470

Plan 001

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Cost****	(e) Current Value
	Common Stock			
*	Teradata Corporation	987,510 shares	\$	61,116,994
	Common/Collective Trusts			
	NT Collective Aggregate Bond Index NL Fund Tier 1	371,807 shares	\$	42,232,768
	NT Collective Aggregate Bond Index NL Fund Tier J	330,581 shares		41,952,649
	Northern Trust TIPS Index Fund NL	80,062 shares		11,254,454
*	Alliance Bernstein Global Real Estate Securities Collective Trust	2,437,837 shares		26,206,745
	Northern Trust Russell 2000® Index Fund NL Tier 1	104,816 shares		13,786,478
	Northern Trust Russell 2000® Index Fund NL Tier J	152,330 shares		34,493,551
	Northern Trust Russell S&P 500® Index Fund NL Tier 1	200,164 shares		36,697,048
	Northern Trust Russell S&P 500® Index Fund NL Tier J	26,482 shares		116,564,187
	NT Short Term Govt Bond Index Fund Lending	1,886 shares		518,893
	Northern Trust EAFE Index Fund	67,794 shares		7,629,648
	Northern Trust Russell 3000® Index Fund NL	540,687 shares		10,244,398
*	Fidelity Managed Income Portfolio	11,401,524 shares		11,401,524
	Total common/collective trust funds		\$	352,982,343
	Mutual Funds			
	Wells Fargo Emerging Growth Institution	901,409 shares	\$	11,222,548
	Allianz NFJ Small-Cap Value Fund Administrative Class	781,544 shares		23,399,434
	Janus Overseas CL S	274,377 shares		9,402,908
*	Fidelity Contrafund - Class K	584,371 shares		45,294,621
	Sound Shore Fund	199,015 shares		6,947,604
	PIMCO Total Return Inst CL	3,521,285 shares		39,579,248
	Lazard Emerging Mkts Equity Instl CL	1,207,203 shares		23,588,743
	MFS Institutional International Equity Class Fund I	2,820,621 shares		54,296,949
*	Fidelity BrokerageLink****			86,682,168
	Total mutual funds		\$	300,414,223
	Money Market Funds			
*	Fidelity U.S. Treasury Money Market Fund	29,258,452 shares	\$	29,258,452
*	Fidelity BrokerageLink****		\$	18,959,086
*	Fidelity Institutional Money Market - Money Market Portfolio - Class I	845,532 shares		845,532
	Total money market funds		\$	49,063,070
*	Participant Loans	*****	\$	6,885,526
	TOTAL		\$	770,462,156

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- * Identifies a party-in-interest to the Plan.
- ** This schedule represents those assets required to be reported under Section 2520.103-11 of the Department of Labor's Rules and Regulations, and Form 5500 Schedule H, Line 4i.
- *** These line items represent the aggregate value of participant-directed mutual fund and money market fund investments held within the Self-Directed Brokerage at Fidelity, which is a party-in-interest.
- **** Per Section 2520.103-11(d) of the Department of Labor's Rules and Regulations, cost may be omitted as all investments are participant directed.
- ***** The participant loan interest rates are between 4.25% - 9.25%. The loan terms are between one and five years.

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EXHIBIT LISTING

Exhibit 23 - Consent of Independent Registered Public Accounting Firm

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SIGNATURES

Teradata Savings Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, Teradata Corporation, the administrator of the Teradata Savings Plan, has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Teradata Savings Plan

Date: June 26, 2013

By: /s/ Stephen M. Scheppmann
Stephen M. Scheppmann
Executive Vice President and Chief Financial Officer